

Law Offices of
CHAPMAN AND CUTLER LLP

RECORDATION NO. 20824-F
FILED

AUG 27 '09 -2 45 PM

SURFACE TRANSPORTATION BOARD

August 27, 2009

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re. Union Pacific Railroad Company
Termination of Indenture and Security Agreement

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Termination of Indenture and Security Agreement (UPRR 1997-A-1) dated as of August 27, 2009, between Wilmington Trust Company, (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), as owner trustee (the "*Owner Trustee*"), and Citibank, N.A., as indenture trustee (the "*Indenture Trustee*").

The enclosed document relates to (i) the Indenture and Security Agreement dated as of August 1, 1997, between the Owner Trustee and the Indenture Trustee, a memorandum of which was recorded with the Surface Transportation Board on August 19, 1997 at 10:49 A.M. under recordation number 20824 and (ii) the Memorandum of Lease Assignment dated as of August 1, 1997, between the Owner Trustee and the Indenture Trustee which was recorded with the Surface Transportation Board on August 19, 1997 at 10:49 A.M. under recordation number 20825-A.

The names and addresses of the parties to the enclosed document are as follows:

| | |
|----------------|---|
| Owner Trustee. | Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890-1605 Attention: Corporate Trust Administration (UPRR 1997-A-1) |
|----------------|---|

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Indenture Trustee: Citibank, N.A.
388 Greenwich Street, 14th Floor
New York, New York 10013
Attention: Global Transaction Services
(UPRR 1997-A-1)

The equipment covered by the aforesaid Termination of Indenture and Security Agreement (UPRR 1997-A-1) consists of all railroad equipment previously on file and subject to the Indenture and Security Agreement, as the same may have been supplemented, modified or amended.

A short summary of the document to appear in the index follows.

Termination of Indenture and Security Agreement between Wilmington Trust Company, (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), as owner trustee (the "Owner Trustee"), and Citibank, N A , as indenture trustee, dated as of August 27, 2009

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to.

Robert Alvord, Esq
Alvord and Alvord
1050 Seventeenth Street, N W.
Suite 301
Washington, D C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3465)

Sincerely,

CHAPMAN AND CUTLER LLP

BY


Karin R. Merchant

MDR/dk
Enclosures

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TERMINATION OF INDENTURE AND SECURITY AGREEMENT
(UPRR 1997-A-1)

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF INDENTURE AND SECURITY AGREEMENT (UPRR 1997-A-1) is made and entered into as of August 27, 2009 by and between Wilmington Trust Company, (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and Citibank, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Indenture and Security Agreement dated as of August 1, 1997 (as amended, supplemented or modified to date, the "*Indenture*") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. A memorandum of the Indenture was duly recorded with the Surface Transportation Board on August 19, 1997 at 10:49 A.M. under recordation number 20824. A memorandum of the Lease Assignment was duly recorded with the Surface Transportation Board on August 19, 1997 at 10:49 A.M. under recordation number 20825-A (the "*Lease Assignment*"). Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.


2. Each of the Indenture and the Lease Assignment is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.

3. This Termination of Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination

4. This Termination of Indenture and Security Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By 
Name: Mark H. Brzoska
Title: Financial Services Officer

Executed on this 11th day of August, 2009

CITIBANK, N.A., not in its individual capacity but solely as Indenture Trustee

By _____
Name:
Title

Executed on this ____ day of August, 2009

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name
Title

Executed on this ____ day of August, 2009

CITIBANK, N.A., not in its individual capacity,
but solely as Indenture Trustee

By _____
Name **John Hannon**
Title **Vice President**

Executed on this 20th day of August, 2009.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS..

On this, the 17 day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Mark H. Brzoska, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on August 17, 2009 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

(SEAL)



Veressa E. Robinson
Name. VERESSA E. ROBINSON
Notary Public Notary Public - State of Delaware
My Commission Expires Oct. 26, 2010
Residing in Wilm, DE

STATE OF NEW YORK)
)
COUNTY OF KINGS) SS.:

On this, the ____ day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of CITIBANK, N A., that said instrument was signed on August ____, 2009 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

(SEAL)

Name:
Notary Public
My Commission Expires
Residing in _____

STATE OF DELAWARE)
) SS
COUNTY OF NEW CASTLE)

On this, the _____ day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on August ____, 2009 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

Name
Notary Public
My Commission Expires
Residing in _____

(SEAL)

STATE OF NEW YORK)
) SS..
COUNTY OF KINGS)

On this, the 20th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared John Hanny, who being by me duly sworn, says that (s)he is the a Vice President of CITIBANK, N A, that said instrument was signed on August 20th, 2009 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

Zenaida Santiago
Name
Notary Public
My Commission Expires 9.18.2010
Residing in New York

(SEAL)

ZENaida SANTIAGO
NOTARY PUBLIC-STATE OF NEW YORK
No 01SA6152564
Qualified in Kings County
My Commission Expires September 18, 2010

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/27/09



Robert W. Alvord